

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY  
DIRECT DIAL NUMBER

312/559-6158

May 11, 1990

RECORDATION NO. 6593 FILE NO. A-8173, 8174  
L-267

MAY 14 1990 - 10 55 AM

Ms. Noretta McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

0-151A00

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are Counterparts of a Bill of Sale covering locomotives. The Bill of Sale is dated November 30, 1984 and is between Continental Illinois National Bank and Trust Company of Chicago, now known as Continental Bank, N.A., and North Western Leasing Company, pursuant to a Trust Agreement dated January 12, 1972 as amended February 1, 1972 between Bankers Trust Company, Trustee, and Continental Illinois National Bank and Trust Company of Chicago, Beneficiary.

The locomotives are covered under Reconstruction and Conditional Sale Agreement dated February 1, 1972 among First Pennsylvania Banking and Trust Company, Chicago and North Western Railway Company, predecessor to the Chicago and North Western Transportation Company, and Bankers Trust Company, assigned recordation No. 6593; also Lease of Railroad Equipment dated February 1, 1972 between Bankers Trust Company and Chicago and North Western Railway Company assigned recordation No. 6593-A.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts showing recordation data.

Sincerely,

Lisa M. Fanelli  
Manager-Stock Operations

Enclosure

cc: W. H. Clark III  
K. H. Lange  
J. G. Marski  
R. S. Morgan

f-cs37k8

MAY 14 10 50 AM '90  
RECEIVED RECORDING UNIT

# Interstate Commerce Commission

Washington, D.C. 20423

5/14/90

OFFICE OF THE SECRETARY

Lisa M. Fanelli  
Manager-Stock Operations  
Chicago & North Western Transp. Co.  
One North Western Center  
Chicago, Illinois 60606

Dear Ms. Fanelli:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/14/90 at 10:55am and assigned recordation number(s). 6593-E 13330-C 13869-B

8326-A

8866-C

11232-B

11772-E

12591-A

13243-B

Enclosure(s)

Sincerely yours,



Noreta R. McGee  
Secretary

EXHIBIT C  
Bill of Sale

RECORDATION NO

6593-E  
FILED 1425

MAY 14 1990 -10 55 AM

INTERSTATE COMMERCE COMMISSION

To Purchaser: North Western Leasing Company

Attention: W. D. Anderson

Continental Illinois National Bank and Trust Company of Chicago ("Seller"), in consideration of the payment of the sum of One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, sells and transfers to you as purchaser ("Purchaser") as named above all of Seller's right, title and interest in and to the equipment as listed and described in the attached Schedule 1 hereto (the "Equipment") to have and to hold the same unto Purchaser, its successors and assigns forever.

Warranties

- (1) Seller represents and warrants that the Equipment is free and clear of liens and encumbrances arising by, through or under Seller.
- (2) Seller represents and warrants that it has not executed any bill of sale or other instrument which by its express terms purported to transfer title to the Equipment to any other person.

SELLER MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SET FORTH SPECIFICALLY IN PARAGRAPHS 1 AND 2 ABOVE. SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR DAMAGES ARISING IN STRICT LIABILITY OR FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES, HOWEVER ARISING.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by a duly authorized representative on the 30<sup>th</sup> day of Nov, 1984.

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

By *[Signature]*

Title *Vice President*

SCHEDULE 1  
TO  
BILL OF SALE

<u>EQUIPMENT DESCRIPTION</u>	<u>QUANTITY</u>	<u>SERIAL #</u>
EMD Model F7 Diesel Locomotives	Ten (10)	#400 thru 403, 417, 418, 420, 423, 424, 425
EMD Model GP-7 Diesel Locomotives	Twenty-six (26)	#4301 thru 4326
EMD Model GP-9 Diesel Locomotives	Three (3)	#4501 thru 4503
EMD Model SD-9 Diesel Locomotives	Six (6)	#6616 thru 6621